

RECORDATION NO. 23051-E **FED**

DEC 09 '08 -2 00 PM

**SURFACE TRANSPORTATION BOARD**

OF COUNSEL  
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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

December 9, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Railcar Lease, dated as of December 9, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Railcar Lease previously filed with the Board under Recordation Number 23051.

The names and addresses of the parties to the enclosed document are:

Transferor: The CIT Group/Equipment Financing, Inc.  
30 S. Wacker Drive  
Chicago, IL 60606

Transferee: Texas Railcar Leasing Company  
3900 North 10<sup>th</sup> Street, Suite 1080  
McAllen, TX 78501

Anne K. Quinlan, Esquire  
December 9, 2008  
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A description of the railroad equipment covered by the enclosed document  
is:

63 railcars within the series CEFX 152032 - CEFX 152509 as more  
particularly set forth in the equipment schedule attached to the  
document (not including casualties CEFX 152112 and CEFX 152144).

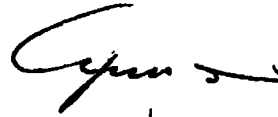
A short summary of the document to appear in the index is:

Memorandum of Assignment of Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

[Chemical Lime - 63]

**MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**

**THIS MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE** dated as of this 9<sup>th</sup> day of December, 2008, is made by **THE CIT GROUP/EQUIPMENT FINANCING, INC.**, a Delaware corporation, with an address at 30 S. Wacker Drive, Chicago, IL 60606 ("Transferor"), and **TEXAS RAILCAR LEASING COMPANY**, a Texas corporation, with an address at 3900 North 10th Street, Suite 1080, McAllen, TX 78501 ("Transferee" and, together with Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

**WHEREAS**, Transferor and Transferee entered into that certain Purchase and Sale Agreement (the "**Purchase Agreement**"), dated as of December 9, 2008, relating to the sale by Transferor to Transferee of 63 covered hopper railcars identified on Exhibit A hereto (the "**Equipment**") and the assignment by Transferor and assumption by Transferee of Transferor's right, title and interest in, and obligations under, Lease Schedule No. 1 (the "**Schedule**"), made as of May 25, 2000, to the Master Railcar Lease, dated as of May 25, 2000 ("**Master Lease**"), which were entered into between Transferor, as seller, and Chemical Lime Company of Arizona ("**CLCA**"), as lessee (The Schedule, as it adopts the terms and provisions of the Master Lease, is referred to as the "**Lease**" herein.);

**WHEREAS**, the Equipment is subject to the Lease;

**WHEREAS**, a Memorandum of Railcar Lease with respect to the Lease was filed with the Surface Transportation Board on August 17, 2000, and assigned recordation number 23051; and

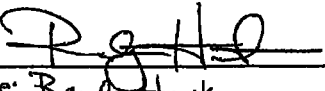
**WHEREAS**, the Parties wish to show for the public record the existence of the aforesaid assignment by Transferor of its right, title and interest in, and obligations under, the Lease to Transferee, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

**NOW, THEREFORE**, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument Transferor hereby confirms the sale of the Equipment to Transferee and the assignment to Transferee of Transferor's right, title and interest in, and obligations under, the Lease in accordance with the terms and conditions of the Purchase Agreement, and Transferee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

[Memorandum of Assignment of Railcar Lease]

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Randy Houk  
Title: Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of Transferee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Transferee. I further declare under penalty of perjury that the foregoing is true and correct.

TEXAS RAILCAR LEASING COMPANY

By:   
Name: H. Christian Schmalbruch  
Title: President

**EXHIBIT A**  
**TO THE MEMORANDUM OF ASSIGNMENT OF RAILCAR LEASE**  
**DATED AS OF DECEMBER 9, 2008**

**EQUIPMENT**

Number of Railcars:	65 in Schedule No. 1, 2 casualty, 63 being sold
Description:	4750 c.f. covered hopper railcars equipped with gravity gates and trough hatches
Reporting Marks:	See Schedule A hereto
Casualty Marks:	

**SCHEDULE A**

1.	CEFX	152032	34.	CEFX	152100
2.	CEFX	152033	35.	CEFX	152102
3.	CEFX	152034	36.	CEFX	152103
4.	CEFX	152035	37.	CEFX	152105
5.	CEFX	152037	38.	CEFX	152108
6.	CEFX	152039	39.	CEFX	152110
7.	CEFX	152042	40.	CEFX	152111
8.	CEFX	152043	41.	CEFX	152113
9.	CEFX	152044	42.	CEFX	152114
10.	CEFX	152061	43.	CEFX	152115
11.	CEFX	152062	44.	CEFX	152118
12.	CEFX	152063	45.	CEFX	152119
13.	CEFX	152064	46.	CEFX	152120
14.	CEFX	152065	47.	CEFX	152121
15.	CEFX	152067	48.	CEFX	152124
16.	CEFX	152068	49.	CEFX	152125
17.	CEFX	152072	50.	CEFX	152126
18.	CEFX	152073	51.	CEFX	152129
19.	CEFX	152076	52.	CEFX	152130
20.	CEFX	152079	53.	CEFX	152131
21.	CEFX	152080	54.	CEFX	152132
22.	CEFX	152081	55.	CEFX	152133
23.	CEFX	152083	56.	CEFX	152134
24.	CEFX	152084	57.	CEFX	152136
25.	CEFX	152085	58.	CEFX	152137
26.	CEFX	152087	59.	CEFX	152142
27.	CEFX	152089	60.	CEFX	152146
28.	CEFX	152091	61.	CEFX	152150
29.	CEFX	152092	62.	CEFX	152233
30.	CEFX	152094	63.	CEFX	152509
31.	CEFX	152095			
32.	CEFX	152096			
33.	CEFX	152099			

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/9/08



\_\_\_\_\_  
Robert W. Alvord